

21-50 266

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6). AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



02065598

hours per response . . . 16.00

SEC USE ONLY						
Prefix	Serial					
DATE F	ECEIVED					
	1					

Name of Offering (□ check	if this is an amendment and name has changed, and i	ndicate change.)	
Capital Growt Filing Under (Check box(es) th	h Insurance Services, Inc. Sec nat apply): Rule 504 Rule 505 Rule 506	ured Note Offer	oE
Type of Filing: New Filing	ag 🔲 Amendment		
	A. BASIC IDENTIFICATION DATA	A	
1. Enter the information reque	sted about the issuer		
Name of Issuer (check if	this is an amendment and name has changed, and indi	cate change.)	
Capital Growt	h Insurance Services, Inc.		
Address of Executive Offices	(Number and Street, City, State, Zip Code	Telephone Number (Inclu	ding Area Code)
405 E Lexington A	ve., 201, El Cajon, CA 92022	619-440-7023	
Address of Principal Business (if different from Executive Of	Operations (Number and Street, City, State, Zip Code; Tices)	Telephone Number (Inclu	ding Area Code)
Brief Description of Business			
			PROCESSED
Insurance Sales	•	\triangleright	
			NOV 2 5 2002
Type of Business Organization			T1 10 2 11 CO B I
😾 corporation	☐ limited partnership, already formed	Other (please specify):	THOMSON
☐ business trust	☐ limited partnership, to be formed		FINANCIAL
	Month Year		· · · · · · · · · · · · · · · · · · ·
Actual or Estimated Date of In	acorporation or Organization: 0.1 8 6	☐ Actual X☐ Estimated	
	r Organization: (Enter two-letter U.S. Postal Service a	bbreviation for State:	
· · · · · · · · · · · · · · · · · · ·	CN for Canada; FN for other foreign	jurisdiction)	لحاك

GENERAL INSTRUCTIONS

Faderol

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is cleemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filling of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (2/99) 1 of 8

		A. BASIC IDENTIF	FICATION DATA		
Enter the information re	quested for the	following:			
 Each promoter of the 	e issuer, if the is	suer has been organized	within the past five year	ırs;	
 Each beneficial owne securities of the issue 		ver to vote or dispose, or	direct the vote or dispo	osition of, 10%	or more of a class of equity
 Each executive office 	r and director of	corporate issuers and of	corporate general and m	anaging partner	rs of partnership issuers; and
 Each general and ma 	naging partner of	of partnership issuers.			
ck Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Name (Last name first,	if individual)		J	· · · · · · · · · · · · · · · · · ·	
Capital Grow	th Planni	ing. Inc.		<u>.</u>	
		ind Street, City, State, Z	Lip Code)		,
405 E. Lexin	gton Ave.	., #201, El Ca	ajon, CA 920:	22	
ck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Name (Last name first,	if individual)			·	
Doug Miller					
iness or Residence Addr	ess (Number	and Street, City, State, 2	Lip Code)		
405 E. Lexin	gton Ave	., #201, El Ca	ajon, CA 920	22	
eck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	General and/or Managing Partner
Name (Last name first	, if individual)				
Mill.er. Walte	er				
siness or Residence Add	ress (Number	and Street, City, State, 2	Zip Code)		
405 E. Lexing	con Ave., S	Suite 201 El Ca-	ion, CA 92020		
eck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	XX Executive Officer	☐ Director	General and/or Managing Partner
ll Name (Last name first	, if individual)				
Cook, Loretta					
siness or Residence Add	ress (Number	and Street, City, State,	Zip Codé)		
405 E. Lexing	on Ave. S	Suite 201 El Ca-	ion, CA 92020		
neck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
ll Name (Last name firs	, if individual)				
Tice, Thomas					
isiness or Residence Add		and Street, City, State,	-		•
405 E. Lexing	con Ave., S	Suite 201 El Ca-	jon, CA 92020		
neck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
dl Name (Last name firs	t, if individual)				
siness or Residence Add	ress (Number	and Street, City, State,	Zip Code)		
neck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
ull Name (Last name firs	i, if individual)		· · · · · · · · · · · · · · · · · · ·		

				В.	INFORM	ATION A	BOUT OF	FERING					
l. Has	the issue	r sold, or	does the i	ssuer intend	d to sell, to	о пол-асс	redited inv	estors in ti	his offering	?		Yes	No K)
•	••••	-		Answer also							***		L
2. Whi	at is the m	ni nimum i			• •	•	•	_				s 25	00
												Yes	No
					_				*** * * * * * * * * * * * * * * * * * *			_	
sion to be list t	or similar e listed is a the name o	remunerat an associat of the brok	nion for sol nted person iker or deal	licitation of or agent of	f purchasers of a broker e than five	rs in conne or dealer (5) persor	ection with s registered s as to be list	sales of sec with the Si ted are ass	directly or in curities in the EC and/or sociated persociated	e offering. with a state	If a person	on S.	
Full Nam	e (Last na	ame first, i	if individu	al)									
'apita	l Gro	wth Re	esourc	es									
				r and Street	t, City, St	ate, Zip (Code)	· · · · · · · · · · · · · · · · · · ·	 				
!በ5 Έ.	Texi	naton	Ave.,	#201.	El C	aion,	CA 9	2022					
		d Broker of						<u> 47</u>					
States in '	Which Per	son Listed	Has Soli	cited or Int	iends to Sc	olicit Purc	hasers				· · · · · · · · · · · · · · · · · · ·		
(Check							• • • • • • • • • • • • • • • • • • • •		• • • • • • • • • • • • • • • • • • • •			D All S	States
[AL]	[AK]	X AZ	[AR]	X(CA) {KY}	[CO]		[DE]		X[FL]	[GA]	[HI]	[ID]	-
{ IL } X{MT}	[NF]	(VA K	[KS] [NH]	[KY] [NJ]	[LA] [NM]	(ME)	(MD) X[NC]		X[MI] [OH]	(MN) [OK]	[MS]	[MO] [PA]	•
(RI)	[SC]	[SD]	(TN)			(VT)			X[WV]	[WI]	(WY)	[PR]	
		Broker or		and Street							~		
States in \	Which Per:	son Listed	Has Solic	cited or Inte	ends to Sc	licit Purc	:hasers						
(Check	"All State	s" or chec	:k individu	ial States)					. 	· · · · · · · · · · · · · · · · · · ·		□ All S	States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]		[GA]	[HI]	(ID	
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	(LA) [NM]	(ME) (NY)	(MD) [NC)	[MA] [ND]		[MN] [OK]	[MS] [OR)	(MO	-
[RI]	(SC)	[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[WA]		[WI]	[WY]	(PR	
Full Name	: (Last nan	ne first, if	individua!	1)			,						
					·								
Business o	r Residenc	e Address	(Number	and Street,	, City, Sta	ite, Zip C	ode)				-		
													
Name of A	Associated	Broker or	Dealer				·						-
States in V	1/high Pers	on Listed	Has Solic	ited or Inte	ends to So	licit Purc	hasers						
												□ All S	States
[AL]	[AK]	(AZ)	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	{FL}	[GA]	[HI]	[ID	
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MO	
[MT]	(NE)	[NV]	[NH]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	(NC) (VA)	[ND] [WA]	(OH) {WV}	[OK] [W]]	[OR] [WY]	[PA] [PR]	
[RI]	(SC)	[SD]	[TN]	[17]	[01]		1 1 1	[17.71]	[** *)	[W1)	[47 1)	(1.1/	

a	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, theck this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Aireacty Sold
	Debt	\$950,000	\$ 500,000
	Equity	S	<u> </u>
	□ Common □ Preferred		
	Convertible Securities (including warrants)	s <u> </u>	s 0
	Partnership Interests	s 0	<u> </u>
	Other (Specify)		
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.		,
0	inter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	24	\$ 500,000
	Non-accredited Investors	0	s 0
	Total (for filings under Rule 504 only)	0	s 0
	Answer also in Appendix, Column 4, if filing under ULOE.		
,	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Type of	Dollar Amount
	Type of offering	Security	Sold
	Rule 505		s0
	Regulation A	0	\$
	Rule 504	0	so
	Total	0	\$0
9	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure s not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	0	<u>s</u> 0
	Printing and Engraving Costs		<u>s</u> 0
	Legal Fees		10
	Accounting Fees		sO
	Engineering Fees		s <u> </u>
	Sales Commissions (specify finders' fees separately)		s_25,000
	Other Expenses (identify)		sO
	and the same F in the first of the same		25 000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

C. OFFERING PRICE, NUMB	ER OF INVESTORS, EXPENSES	AND	USI	OF	PR	OCEEDS	
Question 1 and total expenses furnished in	gate offering price given in response to Part C-response to Part C-Question 4.a. This difference uer."				\$9	25,000	
used for each of the purposes shown. If the an estimate and check the box to the left of	oss proceeds to the issuer used or proposed to be amount for any purpose is not known, furnish of the estimate. The total of the payments listed the issuer set forth in response to Part C-Ques-						
		Dir	yments Officers ectors, offiliate	, &	Pa	yments To Others	
Salaries and fees		\$	0	🗆	\$	0	
Purchase of real estate		\$	0	□	\$	0	
Purchase, rental or leasing and install	ation of machinery and equipment	\$	0	🗆	\$	0	
Construction or leasing of plant buil	dings and facilities	\$	0	🗆	\$	0	
offering that may be used in exchange	ding the value of securities involved in this for the assets or securities of another issuer	\$	0		\$	0	
Repayment of indebtedness		\$	0		\$	0	
Working capital		\$	0	🗆	<u>\$_9</u>	25,000	
Other (specify)		\$	0_	□	\$	0	
		\$	0		\$	0	
		\$	0	□	\$	0	
Total Payments Listed (column tota	ıls added)		[⊐ <u>\$9 2</u>	5 , 0	00	
	D. FEDERAL SIGNATURE						_
following signature constitutes an undertaking	gned by the undersigned duly authorized person. By the issuer to furnish to the U.S. Securities any the issuer to any non-accredited investor pursua	nd Exc	hange	Comm	ission	, upon writte	
Issuer (Print or Type) Capital Growth Insurance Services, Inc.	Signature as Muli	Date	; /18/0)2			
Name of Signer (Print or Type)	Title of Signer (Print or Type)						_
Douglas Miller	President						

ATTENTION

	E. STATE SIGNATURE	
	52 (c), (d), (e) or (f) presently subject to any of the disqualification	Yes No
See Appe	endix, Column 5, for state response.	
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times	s to furnish to any state administrator of any state in which this notice is fas required by state law.	filed, a notice on
3. The undersigned issuer hereby undertakes issuer to offerees.	s to furnish to the state administrators, upon written request, information	furnished by the
Limited Offering Exemption (ULOE)	e issuer is familiar with the conditions that must be satisfied to be entitled of the state in which this notice is filed and understands that the issueden of establishing that these conditions have been satisfied.	
The issuer has read this notification and know undersigned duly authorized person.	ws the contents to be true and has duly caused this notice to be signed on it	s behalf by the
Issuer (Print or Type) Capital Growth Insurance Services, Inc.	Signature Date 10/18/02	
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Douglas Miller	President	

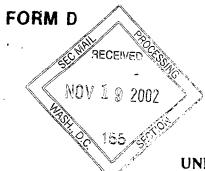
Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

		2	3		TENDIA				
1	Intend to non-a investor	to sell accredited s in State	Type of security and aggregate offering price offered in state (Part C-Item1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqual under St (if yes explan waiver	ate ULOE , attach ation of
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL								<u> </u>	
AK									
AZ		Х		1	\$7, 000	0	\$0		
AR						·			
CA		Х		7	\$118 , 000	0	\$0		
СО									
СТ									
DE									
DC									
FL		Х		11	\$25,000	0	\$0		
GA									
ні									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI		Х		3	\$65,000	0	\$0		
MN									
MS				: 					
мо							!		

A	PP	EN	D	IX
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1	Intend to non-a investor	to sell accredited s in State l-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqual under Sta (if yes explan waiver (Part F	ate ULOE , attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	Ν̈́ο
МТ									
NE									
NV		х		1	\$10,000	0	\$0		
NH									
ИЛ									
NM		Х		1	\$25,000	0	\$0		
NY									
NC		Х		3	\$65 , 000	0	\$0		
ND									
ОН									
ОК									
OR									
PA									
RI			·						
sc									
SD									
TN		·							
TX	<u> </u>								
UT		Х		11	\$25,000	0	\$0		
VT									
VA		X.		11	\$10,000	0	\$0		
WA		Х		3	\$90,000	0	\$0		
wv	<u> </u>	Х		11	\$10,000	0	\$0		
WI		Х		11	\$50,000	0	\$0		
WY	 								
PR									



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMBAPPE	OMB APPROVAL						
CIVIDALLI	TOVAL						
OMB Number: 3235-0076							
Expires: November 30, 2001							
Estimated average burden							
hours per residence . 16.00							

SEC USE ONLY					
Prefix	Serial				
DATE RE	CEIVED				

Name of Offering (che	ck if this is an amendment and name has changed, and it	ndicate change.)
Capital Grow Filing Under (Check box(es)	th Insurance Services, Inc. Sec that apply): □ Rule 504 □ Rule 505 및 Rule 506	ured Note Offering Section 4(6) ULOE
Type of Filing: New Fil	ing	
	A. BASIC IDENTIFICATION DATA	A
1. Enter the information requ	uested about the issuer	
Name of Issuer (check i	I this is an amendment and name has changed, and indi-	cate change.)
Capital Grow	Insurance Services, Inc.	·
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
05 E Lexington	Ave., 201, El Cajon, CA 92022	619-440-7023
Address of Principal Business (if different from Executive C	s Operations (Number and Street, City, State, Zip Code) Offices)	Telephone Number (Including Area Code)
Brief Description of Business		
Insurance Sales	,	
Type of Business Organizatio		
Corporation	☐ limited partnership, already formed	Other (please specify):
☐ business trust	☐ limited partnership, to be formed	•
	Incorporation or Organization: Month Year Property of the service of the servic	
	CN for Canada; FN for other foreign	jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

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Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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Filing Fee: There is no federal filing fee.

State:

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			A. BASIC IDENTII	FICATION DATA		
Ent	er the information re	quested for the	following:			
•	Each promoter of the	e issuer, if the is	suer has been organized	within the past five year	rs;	
	Each beneficial owne securities of the issue		er to vote or dispose, or	r direct the vote or dispo	sition of, 10%	or more of a class of equit
•	Each executive office	r and director of	corporate issuers and of	corporate general and m	anaging partner	es of partnership issuers; an
•	Eachigeneral and ma	inaging partner o	of partnership issuers.			
eck	Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
II Na	ame (Last name first,	, if individual)			_	
	apital Grow				· · · · · · · · · · · · · · · · · · ·	
sine	ss or Residence Addr	ess (Number a	nd Street, City, State, 2	Lip Code)		,
4	05 E. Lexin	gton Ave.	., #201, El Ca	ajon, CA 920	22	
ieck	Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
UI N	ame (Last name first	, if Individual)				
	oug Miller					
	ss or Residence Addi		and Street, City, State, 2	-		
			., #201, El C	ajon. CA 920	22	
neck	Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	General and/or Managing Partner
ull N	iame (Last name first	, if individual)				
	Miller, Walt					
			and Street, City, State,			
			Suite 201 El Ca			
	Box(es) that Apply:		☐ Beneficial Owner	XX Executive Officer	☐ Director	General and/or Managing Partner
	lame (Last name firs	i, if individual)				
	Cook, Loretta	and Ohimber	and Street City State	7in Codé)		
			and Street, City, State,			
	405 E. Lexing		Suite 201 El Ca	· .		D. Connect and/or
hecl	Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
ull l	Name (Last name firs	t, if individual)	·			
	Tice. Thomas					
		lress (Number	and Street, City, State,	Zip Code)		,
	405 E. Lexing	ton Ave., S	Suite 201 El Ca	jon, CA 92020		
hec	Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
ا الت	Name (Last name firs	et, if individual)				
lusin	ess or Residence Ado	iress (Number	and Street, City, State,	Zip Code)		
hec	k Box(es) that Apply	: D Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
ull	Name (Last name firs	st, if individual)		······································		
lusir	ess or Residence Add	dress (Number	and Street, City, State,	Zip Code)		

				В.	INFORM	A NOITA	BOUT OF	FERING					
l. Has	the issuer	sold, or	does the is	suer intend	i to sell, to	non-acci	edited inve	stors in th	is offering!	?		Yes	No E)
		-					nn 2, if fil						A.
2. Wha	u is the m	inimum i			• •	-	-	_	· · · · · · · · · · · ·			. \$25	,00
2. ,	15 (1)(Yes	No
3. Does	s the offer	ing perm	it joint ow	nership of	a single u	nit?		• • • • • • • •	· • • • • · · · · · ·	• • • • • • • • • •		. 🛛	
sion to be list t	or similar e listed is a he name o	remunera an associa of the bro	tion for sol ted person ker or deal	icitation of or agent o er. If more	purchaser f a broker than five	s in conne or dealer (5) persor	ction with a registered	sales of sec with the S ted are ass	irectly or in urities in the EC and/or ociated pen	e offering. with a state	If a person	n i.	
Full Name	e (Last na	me first, i	f individu	al)	 								
				~ ~									
Business of	r Residen	wth Rece Addres	s (Number	and Stree	t, City, St	ate, Zip (Code)						
Name of	Lexi	ngton Broker o	AVE	#201,	EI C	ajon,	<u>CA 9</u>	2022					
Marine Of	1230014100												
Canan in 1	Which Day	con l ister	Has Soli	ited or In	ends to Si	alicit Pure	hacere	·		·			—
									· • • • • • • • • • • • • • • • • • • •				C12121
			[AR]	X CA 1	[CO]	[CT]	[DE]	[DC]		[GA]	[HI]	(ID)	
[AL] [IL]	{AK} [IN]	X AZ }	[KS]		[LA]	[ME]	[MD]	[MA]	X[MI]	[MN]	[MS]	IMO	-
X[MT]	INE	NNV	[NH]	[נא]	[NM]	-	X[NC]	[ND]	(OH)	[OK]	[OR]	[PA	-
[R]]	(SC)	[SD]	[TN]	[TX]	X (UT)	[VT]	X[VA]	[AWK]	$X{WV}$	[WI]	[WY]	[PR	}
Business o	or Residence	e Address	(Number	and Street	t, City, Sta	ate, Zip C	Code)					- 2.	
Name of	Associated	Broker o	r Dealer						•				
States in 1	Which Per	son Listed	Has Solid	ited or Int	ends to So	olicit Purc	hasers						
(Check	"All State	s" or che	k individu	ial States)					· • • • • • • • • • • • • • • • • • • •			□ All	State:
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	{ CT }	[DE]	[DC]	[FL]	[GA]	{ H1}	(ID	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	(MI)	[MN]	[MS]	IMO	-
(MT) (RI)	[NE]	{NV} (SD)	(NH)	[NJ] [TX]	(NM) (UT)	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [₩I]	[OR]	[PA [PR	
		ne first, if											<u>-</u> -
Full Hains	(rast nan		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	· ' .									
Business o	r Residence	e Address	(Number	and Street	, City, Sta	ite, Zip C	ode)				·		
Name of /	Associated	Broker or	Dealer										
States in \	Which Pers	on Listed	Has Solic	ited or Inte	ends to So	licit Purc	hasers						
													State
[AL]	[AK]	(AZ)	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	(ID	Ī
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MO	
[MT]	[NE]	[NV]	[NH]	ן נאן	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	{wv}	[WI]	[WY]	PR	1

. Enter the aggregate offering price of securities included in this offering and the total amou already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering check this box [] afid indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	g.	
Type of Security	Aggregate Offering Price	Amount Alreactly Sold
Debi	·· \$950,000-	\$ 500,000
Equity	,	
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	s 0	so
Partnership Interests	s 0	<u> </u>
Other (Specify)	s 0	s 0
Total	\$ 950,000	\$_500,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enfer the number of accredited and non-accredited investors who have purchased securities in the offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, into cate the number of persons who have purchased securities and the aggregate dollar amount of the purchases on the total lines. Enter "0" if answer is "none" or "zero."	5 -	Aggregate Dollar Amount of Purchases
Accredited Investors	24	s 500,000
Non-accredited Investors	0	s 0
Total (for filings under Rule 504 only)	0	s 0
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months pri to the first sale of securities in this offering. Classify securities by type listed in Part C - Question	or 1.	D.h
Type of offering	Type of Security	Dollar Ameount Sold
Rule 505	0	<u>s0</u>
Regulation A	0	<u> </u>
Rule 504	0	<u> </u>
Total	0	<u> </u>
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of a securities in this offering. Exclude amounts relating solely to organization expenses of the issuance information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	CT.	
Transfer Agent's Fees		
Printing and Engraving Costs		s0
Legal Fees		
Accounting Fees	C	·
Engineering Fees		s <u> </u>
Sales Commissions (specify finders' fees separately)		3 s _25,_000
Other Expenses (identify)		s <u> </u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

D 1_25_000

C. OFFERING PRICE, NUMBI	ER OF INVESTORS, EXPENSES	ANI) USE	OF	PR	OCEEDS
Question 1 and total expenses furnished in re	ate offering price given in response to Part C-esponse to Part C-Question 4.a. This difference er."				\$9	25,000
an estimate and check the box to the left of	iss proceeds to the issuer used or proposed to be amount for any purpose is not known, furnish the estimate. The total of the payments listed he issuer set forth in response to Part C-Ques-					
		Di	yments t Officers, rectors, a	&	Pa	yments To Others
Salaries and fees		\$	0		\$	0
Purchase of real estate		\$	0		\$	0
Purchase, rental or leasing and installa	tion of machinery and equipment	\$	0	_ 🗆	\$	0
Construction or leasing of plant build	lings and facilities	\$	0	_ 🗆	\$	0
offering that may be used in exchange	ing the value of securities involved in this for the assets or securities of another issuer	\$	0		\$	0
Repayment of indebtedness		\$	0	_ 🗆	\$	0
Working capital		\$	0	_ 🗆	<u>\$ 9</u>	25,000
Other (specify)		\$	0	_ 🗆	\$	0
		\$	0	_ 🗆	\$	0
		\$	0	_ 🗆	\$	0
Total Payments Listed (column total	s added)			\$ <u>92</u>	5,0	00
	D. FEDERAL SIGNATURE					
The issuer has duly caused this notice to be sign following signature constitutes an undertaking request of its staff, the information furnished by	by the issuer to furnish to the U.S. Securities ar	nd Exc	hange C	omm	ission	, upon written
Issuer (Print or Type) Capital Growth Insurance	Signature as Mula	Date) /18/02	·····		
Services, Inc. Name of Signer (Print or Type)	Title of Signer (Print or Type)	I- 10	, 10,02	-		
Douglas Miller	President					

ATTENTION

	E. STATE SIGNATURE		
	(c), (d), (e) or (f) presently subject to any of the disqualification	Yes	No
See Append	dix, Column 5, for state response.		
2. The undersigned issuer hereby undertakes to Form D (17 CFR 239.500) at such times as	o furnish to any state administrator of any state in which this notice is a required by state law.	iled, a notic	e on
3. The undersigned issuer hereby undertakes to issuer to offerees.	o furnish to the state administrators, upon written request, information	furnished by	y the
Limited Offering Exemption (ULOE) of	ssuer is familiar with the conditions that must be satisfied to be entitled the state in which this notice is filed and understands that the issuent of establishing that these conditions have been satisfied.		
The issuer has read this notification and knows undersigned duly authorized person.	the contents to be true and has duly caused this notice to be signed on it	s behalf by t	the
Issuer (Print or Type) Capital Growth Insurance Services, Inc.	Signature Date 10/18/02		
Name of Signer (Print or Type) Douglas Miller	Title of Signer (Print or Type) President		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDEX

,	ī	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item1)		Type of i amount pur (Part (Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item!)			
	State	Yes	No		Number of Accredited Investors	Amount	Amount	Yes	Ν̈́ο	
	МТ								`	
	NE									
	NV		Х		1	\$10,000	0	\$0		
	NH									
	נא									
	NM		Х		1	\$25,000	0	\$0		
	NY									
	NC		Х		3	\$65,000	0	\$0		
	ND									
	ОН									
	ОК									
	OR									
	PA									
	RI									
	sc				·					
	SD									
	TN	ļ	·	·						
	TX									
	UT		х		1	\$25,000	0	\$0		
	VT									
	VA		X.		1	\$10,000	0	\$0		
	WA		Х		3	\$90,000	0	\$0		
	wv		Х		1	\$10,000	0	\$0		
	WI		Х		1	\$50,000	0	\$0		
	WY									
	PR									